

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

ALADDIN GAMING HOLDINGS, LLC, AND
ALADDIN GAMING ENTERPRISES, INC.

(Registration) _____

ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on July 12, 2000, and before the Nevada Gaming Commission (“Commission”) on July 27, 2000, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Aladdin Gaming Holdings, LLC for: (i) registration as a publicly traded corporation, (ii) approval to pledge its membership interest in Aladdin Gaming, LLC, to The Bank of Nova Scotia, as Administrative Agent, in conjunction with a certain credit facility, and approval to pledge its membership interest in Aladdin Gaming, LLC, to the State Street Bank and Trust Company, as Trustee, in conjunction with previously issued public debt.

b. The application of Aladdin Gaming, LLC, dba Aladdin Resort and Casino for a nonrestricted gaming license, including a race book and sports pool, for licensure to conduct off-track pari-mutuel race wagering, and for licensure as a manufacturer and distributor.

c. The applications of Aladdin Gaming Enterprises, Inc., for: (i) registration as a publicly traded corporation, (ii) a finding of suitability as a shareholder of Aladdin Gaming Holdings, LLC, and (iii) approval to pledge its membership interest in Aladdin Gaming Holdings, LLC, to The Bank of Nova Scotia, as Administrative Agent, in conjunction with a certain credit facility.

d. The applications of Sommer Enterprises, LLC, for: (i) registration as an intermediary company, (ii) a finding of suitability as a shareholder of Aladdin Gaming Holdings, LLC, and Aladdin Gaming Enterprises, Inc., and (iii) approval to pledge its membership interest in Aladdin Gaming Holdings, LLC, and the equity securities of Aladdin Gaming Enterprises, Inc., to The Bank of Nova Scotia, as Administrative Agent, in conjunction with a certain credit facility.

e. The application of GAI, LLC, for (i) registration as a holding company, (ii) a finding of suitability as a shareholder of Aladdin Gaming Holdings, LLC, and (iii) approval to grant an interest option.

f. The applications of Aladdin Holdings, LLC, for: (i) registration as an intermediary company, (ii) a finding of suitability as a member of Sommer Enterprises, LLC, and (iii) approval to pledge its membership interest in Sommer Enterprises, LLC, to The Bank of Nova Scotia in conjunction with a certain credit facility.

g. The application of Aladdin Management Corporation for a finding of suitability as manager of Aladdin Holdings, LLC.

h. The applications of the Trust Under Article Sixth U/W/O Sigmund Sommer for: (i) registration as a holding company and (ii) a finding of suitability as a member of Aladdin Holdings, LLC.

i. The applications of Jack David Sommer, Viola Sommer, and Eugene Landsberg, as Trustees of the Trust Under Article Sixth U/W/O Sigmund Sommer, for findings of suitability as controlling shareholders of Aladdin Gaming Holdings, LLC, and Aladdin Gaming Enterprises, Inc.

j. The application of GW Vegas, L.L.C., for a waiver of requirements to be found suitable, licensed or registered as a non-voting member of Aladdin Holdings, LLC.

2. THAT Aladdin Gaming Holdings, LLC, is registered as a publicly traded corporation and the Commission acknowledges that Aladdin Gaming Holdings, LLC, is the sole member of Aladdin Gaming, LLC.

3. THAT Aladdin Gaming Enterprises, Inc., is registered as publicly traded corporation and is found suitable as a shareholder of Aladdin Gaming Holdings, LLC.

4. THAT Sommer Enterprises, LLC, is registered as an intermediary company and is found suitable as a shareholder of Aladdin Gaming Holdings, LLC, and the sole shareholder of the Series A (voting) common stock of Aladdin Gaming Enterprises, Inc.

5. THAT Aladdin Holdings, LLC, is registered as an intermediary company and is found suitable as a member of Sommer Enterprises, LLC.

6. THAT Aladdin Management Corporation is found suitable as a manager of Aladdin Holdings, LLC.

7. THAT the Trust Under Article Sixth U/W/O Sigmund Sommer is registered as a holding company and is found suitable as a member of Aladdin Holdings, LLC.

8. THAT Jack David Sommer, Viola Sommer, and Eugene Landsberg, as Trustees of the Trust Under Article Sixth U/W/O Sigmund Sommer, are each found suitable as controlling shareholders of Aladdin Gaming Holdings, LLC, and Aladdin Gaming Enterprises, Inc.

9. THAT GW Vegas, L.L.C., specifically regarding its non-voting 5% membership interest in Aladdin Holdings, LLC, is granted a waiver, pursuant to NRS 463.573(2) and NGC Regulation 15B.310, from being found suitable or licensed as a member of Aladdin Holdings,

LLC, and pursuant to NRS 463.489(2), from being registered as a holding company with respect to Aladdin Holdings, LLC, and that the Commission hereby expressly finds such waiver is consistent with the State policies set forth in NRS 463.489, 463.573 and 463.0129.

10. THAT GAI, LLC, is registered as holding company, is found suitable as a shareholder of Aladdin Gaming Holdings, LLC, and is approved, pursuant to NGC Regulation 15B.060, to grant an interest option to Bruce Leslie, for a 15% interest in GAI, LLC's interest in Aladdin Gaming Holdings, LLC; provided, however, that Bruce Leslie must be licensed or found suitable by the Commission prior to exercising such interest option.

11. THAT Aladdin Gaming, LLC, dba Aladdin Resort and Casino, is licensed as a manufacturer and distributor, and is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 3667 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Aladdin Gaming Holdings, LLC, is granted approval, pursuant to NRS 463.5733, to pledge its common membership interest in Aladdin Gaming, LLC, to The Bank of Nova Scotia, as Administrative Agent, in conjunction with the \$410 million Credit Facility, dated February 26, 1998, as amended ("Credit Facility"), provided that:

a. This approval is pursuant to the fully executed Pledge Agreement dated February 26, 1998 ("AGH Pledge Agreement Re: Credit Facility");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such common membership interest (except back to Aladdin Gaming Holdings, LLC) and before any other resort to such membership interest collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the common membership interest certificate(s) of Aladdin Gaming, LLC, evidencing said pledge of the

common membership interest, must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

13. THAT Aladdin Gaming Holdings, LLC, is granted approval, pursuant to NRS 463.5733, to pledge its Series A Preferred Interests in Aladdin Gaming, LLC, to the State Street Bank and Trust Company, as Trustee, in conjunction with certain 13.5% Senior Discount Notes due 2010, as appropriate, provided that:

a. This approval is pursuant to the fully executed Interest Pledge and Security Agreement dated February 26, 1998 (“AGH Pledge Agreement Re: 2010 Notes ”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such Series A Preferred Interest (except back to Aladdin Gaming Holdings, LLC) and before any other resort to such preferred interest collateral or other enforcement of the security interest in such preferred interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the Series A Preferred Interests certificates of Aladdin Gaming, LLC, evidencing said pledge of the preferred interests, must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

14. THAT Sommer Enterprises, LLC, is granted approval, as required pursuant to paragraphs 25 and 26 of these Orders, to pledge the voting and non-voting common stock of Aladdin Gaming Enterprises, Inc., and its membership interests in Aladdin Gaming Holdings, LLC, to The Bank of Nova Scotia, as Administrative Agent, in conjunction with the Credit Facility, as appropriate, provided that:

a. This approval is pursuant to the fully executed Pledge Agreement dated February 26, 1998 (“Sommer Pledge Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such common stock or membership interests (except back to Sommer Enterprises, LLC) and before any other resort to such common stock or membership interests collateral or other enforcement of the security interest in such common stock or membership interests may occur; and

c. The voting and non-voting common stock certificates of Aladdin Gaming Enterprises, Inc., and the membership interests certificates of Aladdin Gaming Holdings, LLC, evidencing said pledge of the common stock and membership interests, must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

15. THAT Aladdin Holdings, LLC, is granted approval, pursuant to NGC Regulation 15B.180, to pledge its membership interest in Sommer Enterprises, LLC, to The Bank of Nova Scotia, as Administrative Agent, in conjunction with the Credit Facility, as appropriate, provided that:

a. This approval is pursuant to the fully executed Pledge Agreement dated February 26, 1998 ("AH Pledge Agreement");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interest (except back to Aladdin Holdings, LLC) and before any other resort to such membership interest collateral or other enforcement of the security interest in such membership interest may occur; and

c. The membership interest certificates of Sommer Enterprises, LLC, evidencing said pledge of the membership interest, must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for

inspection by agents or employees of the Board immediately upon request during normal business hours.

16. THAT Aladdin Gaming Enterprises, Inc., is granted approval, as required pursuant to paragraph 25 of these Orders, to pledge its membership interests in Aladdin Gaming Holdings, LLC, to The Bank of Nova Scotia, as Administrative Agent, in conjunction with the Credit Facility, as appropriate, provided that:

a. This approval is pursuant to the fully executed Pledge Agreement dated February 26, 1998 (“AGE Pledge Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interests (except back to Aladdin Gaming Enterprises, Inc.) and before any other resort to such membership interest collateral or other enforcement of the security interest in such membership interests may occur; and

c. The membership interests certificates of Aladdin Gaming Holdings, LLC, evidencing said pledge of the membership interests, must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

17. THAT the AGH Pledge Agreement Re: Credit Facility, AGH Pledge Agreement Re: 2010 Notes, Sommer Pledge Agreement, AH Pledge Agreement, and AGE Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board, or his designee. Such administrative approval may not be granted regarding amendments to these pledge agreements that increase the shares or membership interests that are the subject of the pledges, or that change the identity of the Administrative Agent or Trustee, as appropriate.

18. THAT Aladdin Gaming Holdings, LLC, shall establish and maintain a gaming compliance program for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Aladdin Gaming Holdings, LLC, and its subsidiaries, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which Aladdin Gaming Holdings, LLC, and its subsidiaries, may conduct gaming operations. The gaming compliance program, and amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Aladdin Gaming Holdings, LLC, shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee, relating to a review of activities relevant to the continuing qualifications of Aladdin Gaming Holdings, LLC, under the provisions of the Act and Regulations.

19. THAT Aladdin Gaming Holdings, LLC, shall fund and maintain with the Board a revolving fund in the amount of \$25,000.00 for the purpose of funding investigative reviews by the Board for compliance with the terms of these Orders of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Aladdin Gaming Holdings, LLC, Aladdin Gaming Enterprises, Inc., Aladdin Gaming, LLC, Sommer Enterprises, LLC, GAI, LLC, Aladdin Holdings, LLC, the Trust Under Article Sixth U/W/O Sigmund Sommer, and their affiliated companies.

20. THAT, except as otherwise provided in paragraphs 24 and 25, pursuant to NRS 463.625 and 463.573(3), Aladdin Gaming Holdings, LLC, is exempted from compliance with

NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 and 463.645, inclusive.

21. THAT, except as otherwise provided in paragraphs 25 and 26, pursuant to NRS 463.625, Aladdin Gaming Enterprises, Inc., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

22. THAT Aladdin Gaming Holdings, LLC, is exempted from NGC Regulation 15B, except NGC Regulations 15B.150 and 15B.200, and except as otherwise provided in paragraphs 24 and 25, and shall instead comply with NGC Regulation 16.

23. THAT Aladdin Gaming Enterprises, Inc., is exempted from NGC Regulation 15, except as otherwise provided in paragraphs 25 and 26, and shall instead comply with NGC Regulation 16.

24. THAT Aladdin Gaming Holdings, LLC, and Aladdin Gaming, LLC, as provided in NGC Regulation 15B.170, shall not issue or transfer any membership interest without prior approval of the Commission; provided, however, that Aladdin Gaming Holdings, LLC and Aladdin Gaming, LLC, may issue or transfer such membership interest to any entity licensed or registered pursuant to these Orders of Registration or the Order of Registration regarding London Clubs International plc, or any employee thereof, and only upon prior administrative approval of the Chairman of the Board or his designee.

25. THAT Aladdin Gaming Enterprises, Inc., Sommer Enterprises, LLC, and GAI, LLC, shall not sell, assign, transfer, pledge, or make any other disposition of any interest in Aladdin Gaming Holdings, LLC, without prior approval of the Commission; provided, however, that such entities may sell, assign, transfer, pledge, or make other dispositions of their interest in Aladdin Gaming Holdings, LLC, to any entity licensed or registered pursuant to these Orders of Registration or the Order of Registration regarding London Clubs International plc, or any employee thereof, and only upon prior administrative approval of the Chairman of the Board or

his designee. Any subsequent sale, assignment, transfer, pledge, or other disposition of such interest in Aladdin Gaming Holdings, LLC, may be made only upon prior administrative approval of the Chairman of the Board or his designee.

26. THAT Sommer Enterprises, LLC, shall not sell, assign, transfer, pledge, or make other disposition of any equity securities in Aladdin Gaming Enterprises, Inc., without prior approval of the Commission; provided, however, that Sommer Enterprises, LLC, may sell, assign, transfer, pledge, or make other dispositions of its equity securities in Aladdin Gaming Enterprises, Inc., to any entity licensed or registered pursuant to these Orders of Registration or the Order of Registration regarding London Clubs International plc, or any employee thereof, and only upon prior administrative approval of the Chairman of the Board or his designee. Any subsequent sale, assignment, transfer, pledge, or other disposition of such interest in Aladdin Gaming Enterprises, Inc., may be made only upon prior administrative approval of the Chairman of the Board or his designee.

27. THAT GW Vegas, L.L.C., shall not sell, assign, transfer, or make other disposition of its non-voting 5% membership interest in Aladdin Holdings, LLC, without the prior approval of the Commission; provided, however, that GW Vegas, L.L.C., may sell, assign or transfer its non-voting 5% membership interest in Aladdin Holdings, LLC, to the Trust Under Article Sixth U/W/O Sigmund Sommer (the "Trust") upon the exercise of an option by the Trust, or to any person or entity licensed or registered pursuant to these Orders of Registration or the Order of Registration regarding London Clubs International plc, whether or not the option is exercised or if the option is assigned to any of the foregoing, upon administrative approval of the Chairman of the Board or his designee (collectively, a "Permitted Transfer").

28. THAT GW Vegas, L.L.C., shall not receive distributions, if any, from Aladdin Holdings, LLC, unless licensed, found suitable, or registered by the Commission; provided, however, that distributions, if any, attributable to GW Vegas, L.L.C., as a result of its non-voting 5% membership interest in Aladdin Holdings, LLC, may be accrued with interest and/or held in

an escrow or similar account, and such distributions and interest may be distributed to GW Vegas, L.L.C., (i) in the event of a Permitted Transfer; (ii) upon it being licensed, found suitable, or registered by the Commission, or (iii) with the administrative approval of the Chairman of the Board or his designee.

29. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED at Las Vegas, Nevada, this 27th day of July 2000.